

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

www.skadden.com

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DIRECT DIAL
202-371-7230
DIRECT FAX
202-393-5760
EMAIL ADDRESS
ABUSH@SKADDEN.COM

December 21, 2012

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

RE: Applications of Comcast Corporation, General Electric
Company, and NBC Universal, Inc. for Consent to
Assign Licenses and Transfer Control of Licensees,
MB Docket No. 10-56
Notice of *Ex Parte* Communications

Dear Ms. Dortch:

On December 19, 2012, Anne Lucey of CBS Corporation, Susan Mort of Time Warner Inc., Keith Murphy of Viacom Inc., Dave Pawlik and the undersigned of this firm, met with Erin McGrath, legal advisor to Commissioner McDowell, and separately with Nick Degani, Legal Advisor to Commissioner Pai. On December 20, Ms. Lucey, Ms. Mort, Mr. Murphy, Jared Sher of News Corporation, and I met with Dave Grimaldi, Chief of Staff to Commissioner Clyburn, and with Alex Hoehn-Saric, Policy Director for Commissioner Rosenworcel.

In all four of these meetings we discussed the request for stay that CBS Corporation, News Corporation, Sony Pictures Entertainment Inc., Time Warner Inc., Viacom Inc., and The Walt Disney Company filed on December 18. These "Content Companies" have requested an immediate stay of the Order issued by the

Media Bureau on December 4 in the above-cited proceeding.¹ That Order modified the Commission's decision granting its consent to the joint venture of Comcast Corporation and NBC Universal, Inc. ("C-NBCU").² The Merger Decision imposed a number of conditions on C-NBCU, including the "Benchmark Condition" which requires C-NBCU to provide programming to qualified Online Video Distributors ("OVDs") at prices, terms, and conditions that are the economic equivalent of what the OVD pays for "Comparable Programming" from a "Peer Programmer." The Content Companies are Peer Programmers. As requested by C-NBCU, the Order requires an OVD to disclose highly confidential information of the Content Companies at the time that it invokes the Benchmark Condition, notwithstanding confidentiality and non-disclosure provisions and agreements.

This requirement completely subverts the negotiation process that the Commission devised for use with the Benchmark Condition, and the Order makes this radical modification to the Merger Decision without authority. Furthermore, C-NBCU did not demonstrate any actual need for the modification, but in fact, has reported successful negotiations with OVDs who had invoked the Benchmark Condition without disclosing confidential information. We pointed out that on December 19, Public Knowledge filed in support of the request for stay.

The request for stay includes a comprehensive statement of the position of the Content Companies. Their representatives would be happy to answer any questions regarding these issues.

Sincerely,

/s/

Antoinette Cook Bush

cc: Erin McGrath
Nick Degani
Dave Grimaldi
Alex Hoehn-Saric

¹ *Applications of Comcast Corporation, General Electric Company and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licensees*, DA 12-1950, 2012 WL 6039368 (Order by the Chief, Media Bureau, released December 4, 2012). (the "Order").

² *Applications of Comcast Corporation, General Electric Company, and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licensees*, Memorandum Opinion and Order, MB Docket No. 10-56, 26 FCC Rcd 4238 (January 20, 2011) (the "Merger Decision").